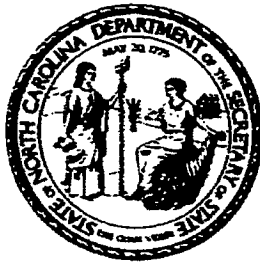


16-700

RECORDED AND VERIFIED
REBECCA F. JUCKES
REGISTER OF DEEDS
NEW HANOVER CO. NC

JAN 15 4 21 PM '87

State of North Carolina



1359 1499

Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (6 sheets) to be a true copy of 116

ARTICLES OF INCORPORATION

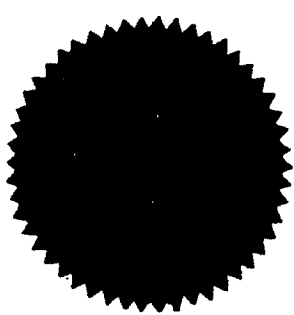
OF

VICTORIA PLACE OF WILMINGTON HOMEOWNER'S ASSOCIATION, INC.

and the probates thereon, the original of which was filed in this office on the 5th day of January 19 87, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 5th day of January in the year of our Lord 19 87



Thad Eure
Secretary of State
[Signature]
By
Deputy Secretary of State

086985

RETURNED TO

David Sreeder
762-0595

ARTICLES OF INCORPORATION
OF
VICTORIA PLACE OF WILMINGTON HOMEOWNER'S ASSOCIATION, INC.

DOCUMENT #396535
DATE 01/05/87 TIME 17:33
FILED
THOMAS EURE
SECRETARY OF STATE
NORTH CAROLINA

The undersigned natural person over the age of eighteen (18) years or more, do hereby form a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", as amended, does hereby make, sign, and acknowledge these Articles of Incorporation, and to that end does hereby set forth as follows:

ARTICLE I

NAME

The name of the corporation is VICTORIA PLACE OF WILMINGTON HOMEOWNER'S ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 1616-C Battleground Avenue, Greensboro, North Carolina, 27408.

ARTICLE III

REGISTERED AGENT

Dwight Stone, whose address is 1616-C Battleground Avenue, Greensboro, North Carolina, 27408, is hereby appointed as initial registered agent of this Association.

ARTICLE IV

INITIAL REGISTERED OFFICE

The initial Registered Office shall be at 1616-C Battleground Avenue, Greensboro, North Carolina, 27408. *Duiford County*

ARTICLE V

PURPOSES

This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract or property described in Exhibit A, attached hereto and incorporated by reference

herein and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the New Hanover County Register of Deeds and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust or hypothecate any of all of its real or personal property as security for money borrowed or debts incurred; provided, however, the rights of the holder of any such security interest shall be subordinate to the rights of the homeowners hereunder;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, as provided in the Declaration;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of North Carolina by law may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A: Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. No fractional vote shall be allowed.

Class B: The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

1359 1504

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent of sixty percent (60%) of the entire membership.

ARTICLE XII

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior written approval of the Federal Housing Administration and/or the Veterans Administration: mergers and consolidations; mortgaging of Common Area; dedication of Common Area to the public; dissolution and amendment of these Articles.

ARTICLE XIII

INCORPORATOR

NAME

ADDRESS

David E. Huffine

212 Princess Street, Wilmington, N.C.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of December, 1986.

David E. Huffine

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

THIS IS TO CERTIFY, that on the 23 day of December, 1986, before me a Notary Public, personally appeared DAVID E. HUFFINE, who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, did acknowledge that he signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 23 day of December, 1986.

Helen S. Skipper
NOTARY PUBLIC

My Commission expires:

Oct. 23, 1989
HELEN S. SKIPPER
NOTARY PUBLIC
BRUNSWICK COUNTY, NC

Description
of
Victoria Place
for
Stone Builders

Beginning at the southwestern corner of Farm Tract 6 of Winter Park Gardens as shown on a map recorded in Map Book 3 at Page 38 of the New Hanover County Registry. Said beginning point also being in the easterly right-of-way line of 41st Street (30 foot right-of-way). Said point being located South 10 degrees 51 minutes West 824.10 feet from the intersection of the easterly right-of-way line of said 41st Street with the center-line of Lake Avenue (60 foot right-of-way). Running thence from said beginning point:

1. North 10 degrees 51 minutes East 92.62 feet along said easterly right-of-way line of 41st Street and the westerly line of said Farm 6 to a point in the northerly right-of-way line of a 70 foot wide drainage and utility right-of-way recorded in Book 779 at Page 609 of said Registry; thence
2. South 62 degrees 22 minutes 56 seconds East 83.73 feet to a point in the center-line of said 70 foot drainage and utility right-of-way; thence
3. North 85 degrees 03 minutes East 142.62 feet along the center-line of a 70 foot wide drainage and utility right-of-way recorded in Book 782 at Page 675 of said Registry; thence
4. South 72 degrees 46 minutes East 286.73 feet along the center-line of the last said 70 foot right-of-way; thence

BOOK 1359 PAGE 1506

5. South 66 degrees 35 minutes East 438.48 feet along the center-line of the last said 70 foot right-of-way to a point in the dividing line between a tract now or formerly owned by George Harriss and Jim F. Teachey and a tract conveyed to New Hanover County Board of Education by Deed recorded in Book 772 at Page 63 of said Registry as shown on a map recorded in Map Book 25 at Page 153 of said Registry; thence
6. South 43 degrees 00 minutes 26 seconds West 352.42 feet along said Harriss-Teachey and the Board of Education dividing line to a point in the easterly line of a tract now or formerly owned by the New Hanover Board of Education recorded in Book 770 at Page 301 of said Registry; thence
7. South 46 degrees 59 minutes 22 seconds East 729.15 feet along the easterly line of said Board of Education tract recorded in Book 770 at Page 301 of said Registry to a point; thence
8. South 29 degrees 13 minutes 12 seconds West 669.00 feet to an old concrete monument at the northwesterly corner of a tract conveyed to New Hanover County Board of Education by Deed recorded in Book 762 at Page 611 of said Registry; thence
9. North 47 degrees 43 minutes 06 seconds West 373.36 feet along the northerly line of a tract conveyed to New Hanover County Board of Education by Deed recorded in Book 767 at Page 544 (1st Tract) of said Registry; thence
10. North 46 degrees 39 minutes 29 seconds West 607.39 feet along the northerly line of a tract conveyed to the Board of Education by Deed recorded in Book 781 at Page 608 of said Registry; thence

- 11. North 47 degrees 02 minutes 14 seconds West 397.45 feet along the northerly line of a tract conveyed to the Board of Education by Deed recorded in Book 781 at Page 606 of said Registry; thence
- 12. South 42 degrees 37 minutes 25 seconds West 80.42 feet along a northwesterly line of said tract conveyed to the Board of Education by Deed recorded in Book 781 at Page 606 to a concrete monument; thence
- 13. along the proposed easterly right-of-way line of the proposed extension of 41st Street as it curves to the east, along a curve having a radius of 370.16 feet, to a point that is north 5 degrees 32 minutes 18 seconds East a chord distance of 259.85 feet from the preceding point; thence
- 14. North 26 degrees 05 minutes 13 seconds East 324.09 feet along said proposed easterly line of 41st Street Extension to the beginning of a curve to the west; thence
- 15. continuing along the proposed easterly line of said 41st Street Extension as it curves to the west, along a curve having a radius of 403.81 feet to a point that is North 18 degrees 28 minutes 07 seconds East a chord distance of 107.07 feet from the preceding point; thence
- 16. North 79 degrees 09 minutes West 15.00 feet to the point of beginning.

Subject, however, to the 70 foot utility right-of-way easement recorded in Book 779 at Page 609 and Book 782 at Page 675 of said Registry. The above described tract contains 26.39 acres. The same being all of Victoria Place, Section 1, as the same appears in Map Book 26 at page 177 of the New Hanover Register of Deeds Office and areas adjacent thereto intended for future development into Sections 2 and 3 of Victoria Place on Maps thereof, to be recorded.

1,145,30 128 07
 + 4,100 7.
 - 20,3.00
 1,140,700 700 07 1,140,700 700 07

1,140,700 700 07 1,140,700 700 07
 1,140,700 700 07 1,140,700 700 07

19

STATE OF NORTH CAROLINA



Department of The
Secretary of State
1709 0157

To whom these presents shall come, Greetings:

I, Rufus L. Edmister, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

OF

ABBINGTON DALE AT VICTORIA PLACE HOA, INC.

INTO

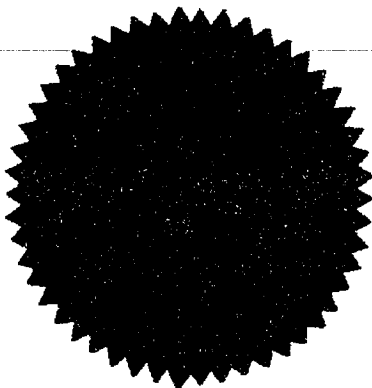
VICTORIA PLACE OF WILMINGTON

HOMEOWNERS ASSOCIATION, INC.

000047

the original of which was filed in this office on the 7th day of October, 1993.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 7th day of October, 1993.



Rufus L. Edmister

Secretary of State

RETURNED TO

Lucia Walker

'93 OCT 14 AM 10 58

LA
REGISTER OF DEEDS
NEW HANOVER CO. NC.

RECORDED & INDEXED

BOOK PAGE
1709 0158

C. 221-22
FILED
9:00 AM

OCT 8 7 1993

EFFECTIVE
RUFUS L. EDMISTER
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF MERGER
OF
ABBINGTON DALE AT VICTORIA PLACE HOA, INC. INTO
VICTORIA PLACE OF WILMINGTON HOMEOWNERS' ASSOCIATION, INC.

Pursuant to Section 55A-41 of the General Statutes of North Carolina, the undersigned corporations hereby submit the following Articles of Merger:

ARTICLE I.

The name of the surviving corporation is Victoria Place of Wilmington Homeowners' Association, Inc., a North Carolina nonprofit corporation, and the name of the merged corporation is Abbington Dale at Victoria Place HOA, Inc., a North Carolina nonprofit corporation.

ARTICLE II.

Attached is a copy of the Plan of Merger that was duly adopted as provided in Section 55A-40 of the General Statutes of North Carolina.

ARTICLE III.

On the 25th day of June, 1993, the sole member and all of the Board of Directors of Abbington Dale at Victoria Place HOA, Inc. adopted a resolution pursuant to Sections 55A-24.1 and 55A-33.1 of the General Statutes of North Carolina approving the attached Plan of Merger.

ARTICLE IV.

On the 25th day of June, 1993, all of the Board of Directors of Victoria Place of Wilmington Homeowners' Association, Inc. adopted a resolution pursuant to North Carolina General Statute 55A-24.1 approving the attached Plan of Merger.

ARTICLE V.

A meeting of the members of Victoria Place of Wilmington Homeowners' Association, Inc. was held on the 2nd day of August, 1993, at which a quorum of the members having voting rights was present and acting throughout, and at such meeting all of the votes entitled to be cast by members present or represented by proxy at such meeting were cast approving the attached Plan of Merger.

ARTICLE VI.

The Plan of Merger provides that Articles of Merger shall be executed and filed at such time as the Board of Directors of Abbington Dale at Victoria Place HOA, Inc. elects and that by resolution adopted by its Board of Directors on the 30th day of September, 1993, Abbington Dale at Victoria Place HOA, Inc. approved filing of these Articles of Merger.

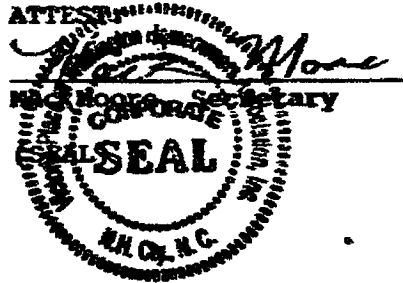
ARTICLE VII.

These Articles of Merger shall become effective in accordance with the provisions of Section 55A-4 of the General Statutes of North Carolina.

THIS 6 day of October, 1993.

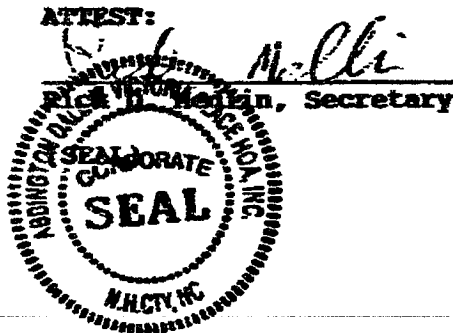
VICTORIA PLACE OF WILMINGTON
HOMESOWNERS' ASSOCIATION, INC.

By: Leonard Henry
Leonard Henry, President



ABBINGTON DALE AT VICTORIA
PLACE HOA, INC.

By: Sandy D. Wood
Sandy D. Wood, President



BOOK

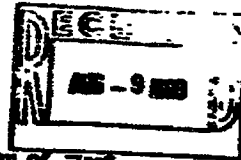
PAGE

AGREEMENT AND PLAN OF MERGER

1709

0160

AGREEMENT AND PLAN OF MERGER, Made this 1st day of Feb.



1993, between VICTORIA PLACE OF WILMINGTON HOMEOWNERS' ASSOCIATION, INC. and ABBINGTON DALE AT VICTORIA PLACE HOA, INC., both North Carolina non-profit corporations (the "Associations");

RECITALS

Victoria Place of Wilmington Homeowners' Association, Inc. serves as the owners' association for Victoria Place, Sections 1, 2, 3 and 4 (see the following map books and pages of the New Hanover County, North Carolina, Register of Deeds Office for plats of sections 1 through 4: 26-177; 27-76; 28-21; and 28-127).

On April 6, 1993, Eastland Developers, Inc. ("Eastland") purchased approximately 8.76 acres of land (the "Property") adjacent to Sections 1, 2, 3 and 4 of Victoria Place and Eastland intends to develop the Property for single-family residential use and to impose covenants, conditions and restrictions on the Property similar to those applicable to Victoria Place.

Eastland has formed Abbington Dale at Victoria Place HOA, Inc. as the owners' association for the Property.

The parties desire to provide for the merger of the associations in accordance with the terms of this agreement.

PLAN OF MERGER

In consideration of the mutual covenants herein contained, the Associations adopt the following plan of merger:

a. The names of the corporations proposing to merge are Victoria Place of Wilmington Homeowners' Association, Inc. and Abbington Dale at Victoria Place HOA, Inc. Abbington Dale at

BOOK PAGE
1709 0161

-2-

Victoria Place HOA, Inc. will be merged into Victoria Place of Wilmington Homeowners' Association, Inc.

b. The name of the surviving corporation shall be Victoria Place of Wilmington Homeowners' Association, Inc.

c. The terms and conditions of the merger are as follows: The Associations shall execute and file Articles of Merger in accordance with N.C.G.S. 55A-41 at such time as the Board of Directors of Abbington Dale at Victoria Place HOA, Inc. elects, but in no event later than ten days after the termination of the Class B membership of Eastland Developers, Inc., its successors and assigns, in Abbington Dale at Victoria Place HOA, Inc., in accordance with the Declaration of Covenants, Conditions and Restrictions for Abbington Dale at Victoria Place HOA, Inc. Such Class B membership shall terminate upon the earlier of (i) the total votes outstanding in Class A membership equaling the total votes outstanding in Class B membership or (ii) the third anniversary of recordation of the Declaration for Abbington Dale at Victoria Place HOA, Inc.

d. The charter and bylaws of the surviving corporation shall be the existing charter and bylaws of Victoria Place of Wilmington Homeowners' Association, Inc.

e. Upon the merger becoming effective, all Owners within Abbington Dale at Victoria Place shall be Class A members of Victoria Place of Wilmington Homeowners' Association, Inc. with all the rights, powers and privileges associated therewith.

AGREEMENT

The Associations agree to submit the Plan of Merger to their respective members for adoption with all reasonable dispatch. Upon such adoption, the Associations shall be deemed to have entered into a binding contract to merge in accordance with the approved Plan of Merger.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the day and year first above written.

VICTORIA PLACE OF WILMINGTON HOMEOWNERS' ASSOCIATION, INC.

By: Leonard Perry
President

ATTEST: Walter Moore
Secretary



ABBINGTON DALE AT VICTORIA PLACE HOA, INC.

By: John D. Wood
President

ATTEST: John D. Wood
Secretary



1698 1216

RECORDED AND VERIFIED
MARY SUE COTS

STATE OF NORTH CAROLINA REGISTER OF DEEDS DECLARATION OF COVENANTS
NEW HANOVER CO. N.C. CONDITIONS AND RESTRICTIONS
COUNTY OF NEW HANOVER FOR ABBINGTON DALE AT
VICTORIA PLACE

'93 SEP 8 PM 1 43

THIS DECLARATION, made this 30 day of August, 1993, by
EASTLAND DEVELOPERS, INC., a North Carolina corporation, hereinaf-
ter referred to as "Declarant";

W I T N E S S E T H :

WHEREAS, the Declarant is the owner and developer of certain
property in New Hanover County, North Carolina, known as Abbington
Dale at Victoria Place, the same being more particularly described
on a map thereof recorded in Map Book 33 at Page 155 of the New
Hanover County Register of Deeds Office (the "Property");

000093

WHEREAS, the Property is adjacent to an existing development
known as Victoria Place, which development has a homeowners'
association known as Victoria Place of New Hanover Homeowners'
Association, Inc.; and

WHEREAS, the Declarant has formed a homeowners' association
for the Property known as Abbington Dale at Victoria Place HOA,
Inc.; and

WHEREAS, the Declarant desires to subject the Property to the
same covenants and restrictions applicable to Victoria Place except
as they are hereinafter amended.

NOW, THEREFORE, the Declarant does hereby declare that the
Property, for the purpose of enhancing and protecting its value,
desirability and attractiveness, shall be held, sold and conveyed
subject to the Declaration of Covenants, Conditions and Restric-
tions of Victoria Place Subdivision, Section I (the "Declaration"),
recorded January 14, 1987 in Book 1359 at Page 983 of the New

RETURNED TO Nicia Walker

Victoria Place & Wilmington HOA, Inc.
The date 4/1/95
Active & in good standing

Hanover County Register of Deeds Office. The Declaration shall run with the Property, shall be binding on all parties having or acquiring any right, title or interest in the Property, and shall inure to the benefit of each owner of the Property; provided, however, that as applicable to the Property, the Declaration shall be deemed to be amended as follows:

1. ARTICLE I: "Association", "Common Area", "Declarant" and "Property", as used in the Declaration shall be deemed to be defined as follows:

"Association" shall mean and refer to Abbington Dale at Victoria Place HOA, Inc., a North Carolina non-profit corporation, its successors and assigns;

"Common area" shall mean and refer to all land within the Property owned by the Association, along with facilities and improvements erected or constructed thereon, for the exclusive use and enjoyment of the members of the Association and all water lines located outside public rights-of-way and individual lots, all sewer lines located outside public rights-of-way, public sanitary sewer easements and individual lots, which water or sewer lines serving the Property are declared to be common area. Said common area shall be maintained by the Association.

"Declarant" shall mean and refer to Eastland Developers, Inc., a North Carolina corporation, its successors and assigns to whom the rights of Declarant are expressly transferred, or if such successors or assigns should acquire more than one undeveloped lot or undeveloped acreage for the purpose of development, or acquire title to the Property under a deed in lieu of foreclosure, judicial foreclosure, or foreclosure under power of sale contained in any deed of trust or one otherwise denominated a "Declarant" hereby shall be deemed Declarant.

"Property" shall mean and refer to the certain real property described on the map thereof recorded in Map Book 33 at Page 155 of the New Hanover County Register of Deeds.

2. ARTICLE II: Article II shall be deemed to be deleted. No additional phases will be added to Abbington Dale at Victoria Place.

3. ARTICLE V: Article V, Section 1 (b) (1) and (2) shall be deemed to be amended to read as follows:

(a) When the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership;

(b) Three years from the 30 day of August, 1993.

4. ARTICLE VI: Article VI, Section 3 (a) shall be deemed to be amended to read as follows:

(a) Maximum Annual Assessment: To and including the third anniversary after the 30 day of August, 1993, the maximum annual assessment shall not be in excess of \$120.00 per lot.

5. Notwithstanding the provisions of Article 8, the Architectural Committee for Abbington Dale at Victoria Place shall be Rick D. Medlin, Sandy D. Wood and James N. Hunter who shall serve until the Class B membership is converted to Class A membership, after which the Architectural Committee shall be those persons named by the Board of Directors of the Association.

IN WITNESS WHEREOF the Declarant has caused this instrument to be executed in its name by its proper corporate officers and its corporate seal to be hereto affixed pursuant to corporate authority duly given

EASTLAND DEVELOPERS, INC.

By: Sandy D. Wood

ATTEST:

[Signature]

(CORPORATE SEAL)



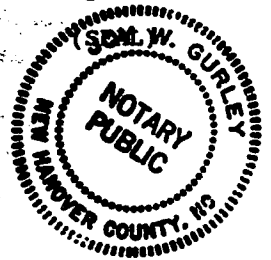
STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, a Notary Public of the County and State aforesaid, certify that C. V. PE MEDL, personally came before me this day and acknowledged that he is the Secretary of Eastland Developers, Inc., a corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal and attested by himself as its Secretary.

WITNESS my hand and official stamp or seal, this 30th day of August, 1993.

J. W. Gurley
Notary Public

My commission expires: 11/25/96



notlans4\nc\lans.vp\wms

STATE OF NORTH CAROLINA
New Hanover County
The Foregoing / Annexed Certificate(s) of

J. W. Gurley
Notary (Notaries) Public is / are certified to be correct.

This the 8 day of Sept, 1993
Mary Sue Oots, Register of deeds

by Phyllis Lynn
Deputy Assistant